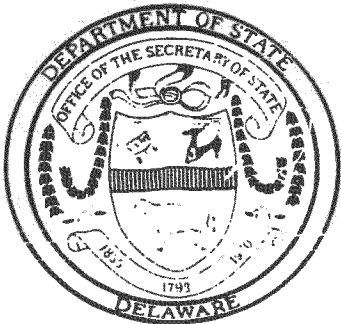


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that Delawarean Corporation

is duly incorporated under the laws of the State of Delaware and is in
good standing and has a legal corporate existence so far as the
records of this office show, as of the date below shown.

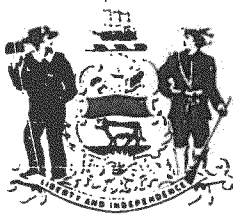


Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *James A. Kenton*

DATE: May 23, 1983

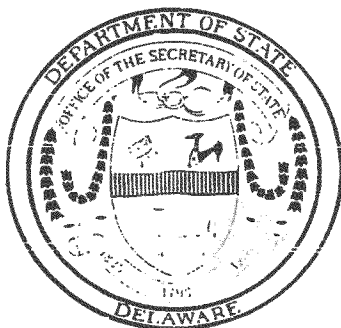


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ March 14, 1983 _____.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: _____

DATE: May 23, 1983

CERTIFICATE OF INCORPORATION

OF

SF MINERALS CORPORATION

FIRST. The name of the corporation is SF Minerals Corporation.

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of common stock which the corporation shall have authority to issue is 100 and the par value of each of such shares is \$10.

FIFTH. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
V. A. Kasowski	100 West Tenth Street Wilmington, Delaware 19801
J. L. Rivera	100 West Tenth Street Wilmington, Delaware 19801
D. L. Sipple	100 West Tenth Street Wilmington, Delaware 19801

SIXTH. The powers of the incorporators shall terminate upon the filing of the certificate of incorporation. The names and addresses of the five persons who shall serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

-2-

<u>NAME</u>	<u>MAILING ADDRESS</u>
R. T. Zitting	4775 Indian School Road, N.E. Albuquerque, New Mexico 87110
D. J. Walsh	4775 Indian School Road, N.E. Albuquerque, New Mexico 87110
F. C. Schulte	4775 Indian School Road, N.E. Albuquerque, New Mexico 87110
R. G. Marvin	4775 Indian School Road, N.E. Albuquerque, New Mexico 87110
P. F. Weber	4775 Indian School Road, N.E. Albuquerque, New Mexico 87110

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

WE, THE UNDERSIGNED, being each of the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 14th day of March, 1983.

~~V. A. KASOWSKI~~ _____ (SEAL)
V. A. KASOWSKI

~~J. L. RIVERA~~ _____ (SEAL)
J. L. RIVERA

~~D. L. SIPPLE~~ _____ (SEAL)
D. L. SIPPLE